

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

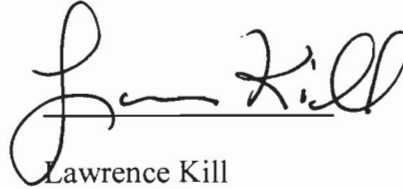
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IN RE A2P SMS	:	MASTER FILE: 12 CV 2656 (AJN)
ANTITRUST LITIGATION	:	
	:	ECF CASE
-----	:	
THIS DOCUMENT RELATES TO:	:	Affidavit of Lawrence Kill
ALL ACTIONS	:	Pursuant to Local Rule 1.4
	:	
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State of New York)		
	: ss.:	
County of New York)		

LAWRENCE KILL, being duly sworn, deposes and says:

1. I am a partner in the law firm Anderson Kill P.C. (N.Y.), attorneys for defendant U.S. Cellular Corporation ("U.S. Cellular") in this action.
2. I submit this affidavit in support of U.S. Cellular's motion to substitute counsel pursuant to Local Rule 1.4. I have personal knowledge of the facts set forth below.
3. Presently, the law firm Anderson Kill P.C. (N.Y.) represents U.S. Cellular in this action.
4. U.S. Cellular has asked Sidley Austin LLP to substitute for Anderson Kill P.C. (N.Y.) as its counsel.
5. Sidley Austin LLP has filed a Notice of Appearance on behalf of U.S. Cellular in this action.
6. We respectfully request an order granting Anderson Kill P.C. (N.Y.) leave to withdraw as counsel to U.S. Cellular, and substituting Sidley Austin LLP as new counsel.
7. Anderson Kill P.C. (N.Y.) will fully cooperate with the transition of this action to Sidley Austin LLP, and this transition will not affect the posture of this case.

8. Anderson Kill P.C. (N.Y.) is not asserting a retaining or charging lien.

9. Accordingly, Anderson Kill P.C. (N.Y.) respectfully requests that the Court "So Order" the Stipulation and [Proposed] Order of Substitution of Counsel submitted by Sidley Austin LLP on behalf of U.S. Cellular.



Lawrence Kill

Sworn to before me this
24th day of June, 2014



Notary Public

Lori LaMorelle
NOTARY PUBLIC, State of New York
No. 01LA6289968
Qualified in Suffolk County
Certificate Filed in New York County
Commission Expires October 9, 2016